

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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<b>In re</b>	:	<b>Chapter 11</b>
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<b>24 HOUR FITNESS WORLDWIDE, INC.,</b>	:	<b>Case No. 20–11558 (KBO)</b>
	:	
<b>Debtor.</b>	:	
	:	
<b>Fed. Tax Id. No. 94-3215690</b>	:	
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<b>In re</b>	:	<b>Chapter 11</b>
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<b>24 HOUR HOLDINGS II LLC,</b>	:	<b>Case No. 20–11559 (KBO)</b>
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<b>Debtor.</b>	:	
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<b>Fed. Tax Id. No. (N/A)</b>	:	
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<b>In re</b>	:	<b>Chapter 11</b>
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<b>24 HOUR FITNESS UNITED STATES, INC.,</b>	:	<b>Case No. 20–11560 (KBO)</b>
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<b>Debtor.</b>	:	
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<b>Fed. Tax Id. No. 94-3358376</b>	:	
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<b>In re</b>	:	<b>Chapter 11</b>
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<b>24 HOUR FITNESS USA, INC.,</b>	:	<b>Case No. 20–11561 (KBO)</b>
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<b>Debtor.</b>	:	
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<b>Fed. Tax Id. No. 94-2899899</b>	:	
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<b>In re</b>	:	<b>Chapter 11</b>
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<b>24 HOUR FITNESS HOLDINGS LLC,</b>	:	<b>Case No. 20–11562 (KBO)</b>
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<b>Debtor.</b>	:	
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<b>Fed. Tax Id. No. 47-2418902</b>	:	
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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>24 SAN FRANCISCO LLC,</b>	:	<b>Case No. 20–11563 (KBO)</b>
	:	
<b>Debtor.</b>	:	
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<b>Fed. Tax Id. No. 47-2423542</b>	:	
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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>24 NEW YORK LLC,</b>	:	<b>Case No. 20–11564 (KBO)</b>
	:	
<b>Debtor.</b>	:	
	:	
<b>Fed. Tax Id. No. 47-2487033</b>	:	
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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>24 DENVER LLC,</b>	:	<b>Case No. 20–11565 (KBO)</b>
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<b>Debtor.</b>	:	
	:	
<b>Fed. Tax Id. No. 47-2496644</b>	:	
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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>RS FIT HOLDINGS LLC,</b>	:	<b>Case No. 20–11566 (KBO)</b>
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<b>Debtor.</b>	:	
	:	
<b>Fed. Tax Id. No. 47-5293064</b>	:	
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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>RS FIT CA LLC,</b>	:	<b>Case No. 20–11567 (KBO)</b>
	:	
<b>Debtor.</b>	:	
	:	
<b>Fed. Tax Id. No. 47-5427007</b>	:	
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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>RS FIT NW LLC,</b>	:	<b>Case No. 20–11568 (KBO)</b>
	:	
<b>Debtor.</b>	:	
	:	
<b>Fed. Tax Id. No. 47-5439372</b>	:	
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**ORDER (I) DIRECTING  
JOINT ADMINISTRATION OF CHAPTER  
11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>1</sup> of 24 Hour Fitness Worldwide, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for an entry of an order (i) directing joint administration of their chapter 11 cases for procedural purposes only and (ii) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and 1334(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012 (Sleet, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due, sufficient and proper notice of the Motion having been provided in accordance with the Bankruptcy rules and the Local Rules to the Notice Parties, and it appearing that no other or further notice need be provided; and this Court having held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and upon the First Day Declaration, filed contemporaneously with the Motion, and the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Motion is granted to the extent set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 20-11558 (KBO).
3. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective estates.
4. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

	X	
	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>24 HOUR FITNESS</b>	:	<b>Case No. 20-11558 (KBO)</b>
<b>WORLDWIDE, INC., et al.,</b>	:	
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
	X	

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are 24 Hour Holdings II LLC (N/A); 24 Hour Fitness Worldwide, Inc. (5690); 24 Hour Fitness United States, Inc. (8376); 24 Hour Fitness USA, Inc. (9899); 24 Hour Fitness Holdings LLC (8902); 24 San Francisco LLC (3542); 24 New York LLC (7033); 24 Denver LLC (6644); RS FIT Holdings LLC (3064); RS FIT CA LLC (7007); and RS FIT NW LLC (9372). The Debtors' corporate headquarters and service address is 12647 Alcosta Blvd., Suite 500, San Ramon, CA 94583.

5. A docket entry shall be made in each of the above-captioned cases substantially as follows:

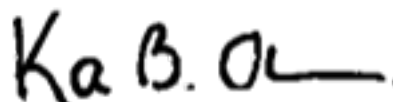
An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of 24 Hour Holdings II LLC; 24 Hour Fitness Worldwide, Inc., 24 Hour

Fitness United States, Inc., 24 Hour Fitness USA, Inc., 24 Hour Fitness Holdings LLC, 24 San Francisco LLC, 24 New York LLC, 24 Denver LLC, RS FIT Holdings LLC, RS FIT CA LLC and RS FIT NW LLC. The docket in 24 Hour Fitness Worldwide, Inc. Case No. 20-11558 (KBO) should be consulted for all matters affecting this case.

6. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

7. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

**Dated: June 15th, 2020**  
**Wilmington, Delaware**

A handwritten signature in black ink, appearing to read "Ka B. Owens", with a stylized flourish at the end.

**KAREN B. OWENS**  
**UNITED STATES BANKRUPTCY JUDGE**